

Division of Corporations

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LIMITED LIABILITY COMPANY**FS FLORIDA, LLC**

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**ARTICLES OF ORGANIZATION OF
FS FLORIDA, LLC**

The undersigned certifies that below-named individuals have associated themselves for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company' shall be FS FLORIDA, LLC, and its principal place of business shall be 2501 S. Douglas Rd., Apt. 606, Miami, FL 33133, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment

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of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either along or in association with others incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III PROFITS AND LOSSES

1. Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an allocation of profits on the basis of the member's relative capital account. The distributive share of the profits shall be determined and, only by unanimous consent of the members, paid to the members on such date or dates as the members shall specify.

2. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

ARTICLE IV MEMBERS, LIMITED LIABILITY COMPANY POWERS, MANAGEMENT AND REGULATIONS

The names and addresses of the members of this limited liability company, together with their respective ownership interests are:

Jose J. Esparza - 2501 S. Douglas Rd., Apt. 606, Miami, FL 33133 - 37.5%
Marc A. Pfeiffer - 2501 S. Douglas Rd., Apt. 606, Miami, FL 33133 - 37.5%
Yohaney Silva - 2501 S. Douglas Rd., Apt. 606, Miami, FL 33133 - 10%
Guillermo Viecco - 2501 S. Douglas Rd., Apt. 606, Miami, FL 33133 - 15%

This limited liability company shall be managed by one or more managers to be elected by the members and is, therefore, a manager - managed company. The names and addresses of the persons who shall serve as managers until the organizational meeting of members or until their successors are elected and qualify are as follows:

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Filed By: JORGE L. FORS, P.A., JORGE L. FORS, ESQ. FL BAR # 347 647
1108 Ponce de Leon Blvd., Coral Gables, FL 33134 (305) 448-5977

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Jose J. Esparza - 2501 S. Douglas Rd., Apt. 606, Miami, FL 33133
Marc A. Pfeiffer - 2501 S. Douglas Rd., Apt. 606, Miami, FL 33133

This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

No regulation of this limited liability company may be adopted, changed or revoked without the approval of the members holding at least 51% of the membership interests.

ARTICLE V DURATION

This limited liability company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VI PRINCIPAL PLACE OF BUSINESS

The street address of the initial principal of office of this limited liability company shall be located at 2501 S. Douglas Rd., Apt. 606, Miami, FL 33133. The mailing address of the limited liability company is 2501 S. Douglas Rd., Apt. 606, Miami, FL 33133.

ARTICLE VII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial registered agent of the limited liability company is Jose J. Esparza, whose address is 2501 S. Douglas Rd., Apt. 606, Miami, FL 33133.

ARTICLE VIII RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except as provided in the regulations of the company or a written agreement among the members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

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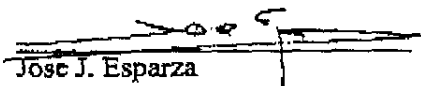
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ARTICLE IX
RECITATIONS

The undersigned, being one of the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of FS FLORIDA, LLC; and that the company has at least two members.

Executed by the undersigned at Miami-Dade County, Florida, on 15 January, 2004

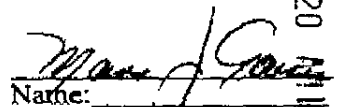

Jose J. Esparza

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Jose A. Esparza, known to me or who produced as identification FL-Driver's License and known by me to be the person(s) who executed the foregoing Articles of Organization, and they acknowledged before me that they executed those Articles of Organization and the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15 day of January, 2004.

My Commission Expires:


Name: Maria J. Garcia
NOTARY PUBLIC,
STATE OF FLORIDA



Maria J. Garcia
Commission #DD248522
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FS FLORIDA, LLC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 608.415, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: FS FLORIDA, LLC

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED JOSE J. ESPARZA LOCATED AT 2501 S. DOUGLAS RD., APT. 606, CITY OF MIAMI, STATE OF FLORIDA, 33133, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

JOSE J. ESPARZA

TITLE MEMBER

DATE January 15, 2004

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HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

JOSE J. ESPARZA

DATE January 15, 2004

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